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UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK

DAWN BENNETT, PAUL YAFFE DESIGN INC. and PAUL YAFFE,	: 07 Civ. 8583 (GBD) : ECF CASE Plaintiffs, : : - against - : ANSWER TO AMENDED COMPLAINT : Defendants. : :
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Defendants Paul Yaffe Design, Inc. (“PYDI”) and Paul Yaffe (“Yaffe”) (collectively, “defendants”) for their answer to Dawn Bennett’s (“Bennett” or “plaintiff”) amended complaint (the “complaint”) allege as follows:

1. Defendants admit the allegations of paragraph 1 of the complaint, except deny knowledge or information as to the amount in controversy.
2. Defendants admit the allegations of paragraph 2 of the complaint.
3. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 3 of the complaint.
4. Defendants admit the allegations of paragraph 4 of the complaint.
5. Defendants deny the allegations of paragraph 5 of the complaint and allege that PYDI was formed in 1992.
6. Defendants deny the allegations of paragraph 6 of the complaint.

7. Defendants deny the allegations of paragraph 7 of the complaint..
8. Defendants deny the allegations of paragraph 8 of the complaint.
9. Defendants deny the allegations of paragraph 9 of the complaint.
10. Defendants deny the allegations of paragraph 10 of the complaint.
11. Defendants deny the allegations of paragraph 11 of the complaint, but admit that Yaffe is a recognized and respected name in the world of custom motorcycles and that Yaffe and Bennett at some time in 2007 explored the possibility of doing business together.

12. Defendants deny the allegations of paragraph 12 of the complaint.
13. Defendants deny the allegations of paragraph 13 of the complaint.
14. Defendants deny the allegations of paragraph 14 of the complaint.
15. Defendants deny the allegations of paragraph 15 of the complaint.
16. Defendants deny the allegations of paragraph 16 of the complaint.
17. Defendants deny the allegations of paragraph 17 of the complaint.
18. Defendants deny the allegations of paragraph 18 of the complaint.
19. Defendants deny the allegations of paragraph 19 of the complaint.
20. Defendants deny the allegations of paragraph 20 of the complaint.
21. Defendants deny the allegations of paragraph 21 of the complaint.
22. Defendants deny the allegations of paragraph 22 of the complaint.

**First Claim
[Breach of Contract]**

23. Defendants repeat and reallege the responses to the allegations contained in paragraphs 1 through 22 of the complaint as if fully set forth herein.
24. Defendants deny the allegations of paragraph 24 of the complaint.
25. Defendants deny the allegations of paragraph 25 of the complaint.

26. Defendants deny the allegations of paragraph 26 of the complaint.
27. Defendants deny the allegations of paragraph 27 of the complaint.
28. Defendants deny the allegations of paragraph 28 of the complaint.

Second Claim
[Breach of Fiduciary Duty]

29. Defendants repeat and reallege the responses to the allegations contained in paragraphs 1 through 28 of the complaint as if fully set forth herein.
30. Defendants deny the allegations of paragraph 30 of the complaint.
31. Defendants deny the allegations of paragraph 31 of the complaint.
32. Defendants deny the allegations of paragraph 32 of the complaint.

Third Claim
[Constructive Trust/Unjust Enrichment]

33. Defendants repeat and reallege the responses to the allegations contained in paragraphs 1 through 32 of the complaint as if fully set forth herein.
34. Defendants deny the allegations of paragraph 34 of the complaint.
35. Defendants deny the allegations of paragraph 35 of the complaint.
36. Defendants deny the allegations of paragraph 36 of the complaint.
37. Defendants deny the allegations of paragraph 37 of the complaint.
38. Defendants deny the allegations of paragraph 38 of the complaint.
39. Defendants deny the allegations of paragraph 39 of the complaint.

Fourth Claim
[Misappropriation of Ideas]

40. Defendants repeat and reallege the responses to the allegations contained in paragraphs 1 through 39 of the complaint as if fully set forth herein.
41. Defendants deny the allegations of paragraph 41 of the complaint.

42. Defendants deny the allegations of paragraph 42 of the complaint.
43. Defendants deny the allegations of paragraph 43 of the complaint.
44. Defendants deny the allegations of paragraph 44 of the complaint.

Fifth Claim
[Fraudulent Inducement]

45. Defendants repeat and reallege the responses to the allegations contained in paragraphs 1 through 44 of the complaint as if fully set forth herein.
46. Defendants deny the allegations of paragraph 46 of the complaint.
47. Defendants deny the allegations of paragraph 47 of the complaint.
48. Defendants deny the allegations of paragraph 48 of the complaint.
49. Defendants deny the allegations of paragraph 49 of the complaint.
50. Defendants deny the allegations of paragraph 50 of the complaint.
51. Defendants deny the allegations of paragraph 51 of the complaint.
52. Defendants deny the allegations of paragraph 52 of the complaint.

Sixth Claim
[Negligent Misrepresentation]

53. Defendants repeat and reallege the responses to the allegations contained in paragraphs 1 through 52 of the complaint as if fully set forth herein.
54. Defendants deny the allegations of paragraph 54 of the complaint.
55. Defendants deny the allegations of paragraph 55 of the complaint.
56. Defendants deny the allegations of paragraph 56 of the complaint.

FIRST DEFENSE

Plaintiff's complaint fails to state a cause of action upon which relief can be granted.

SECOND DEFENSE

Plaintiff's claims are barred by the doctrine of unclean hands

WHEREFORE, defendants respectfully pray that judgment be entered as follows:

- (i) Dismissing plaintiff's complaint in its entirety with prejudice;
- (ii) Awarding defendants the costs and disbursements of this action, including attorney fees; and
- (iii) Granting such other and further relief as the Court deems just and proper.

Dated: New York, New York
May 6, 2008

Respectfully submitted,

McGUIREWOODS LLP

By: _____/s/ _____
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